



C O R P O R A T I O N

July 25, 2002

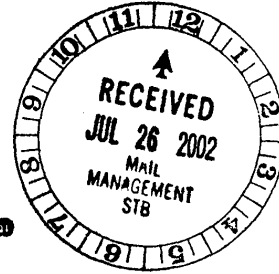
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

~~RECEIVED~~ 24051

JUL 26 '02

2-92 '01

~~SURFACE TRANSPORTATION BOARD~~



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 1130 (a) are three (3) copies of an Memorandum of Lease, dated August 31, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	ICX Corporation 2 Summit Park Drive – Suite 300 Cleveland, OH 44131
Lessee:	Chicago Freight Car Leasing Co. One O'Hare Center 6250 North Riverside Road – Suite 7000 Rosemont, IL 60018

A description of the railroad equipment covered by the enclosed document is:

121 Thrall 2001 6300 Cubic Foot 110 ton Gravity Discharge Covered Hopper
Railcars bearing identification numbers CRDX 15000-15120.

A short summary of the document to appear in the index follows:

Memorandum of Lease between ICX Corporation, Lessor, Chicago Freight Car Leasing Co., Lessee, covering 121 Thrall 2001 6300 Cubic Foot 110 ton Gravity Discharge Covered Hopper Railcars bearing identification numbers CRDX 15000-15120.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board cover the required recordation fee.

ICX CORPORATION

2 Summit Park Drive

Suite 300

Cleveland, OH 44131

(216) 328-8700 • Fax (216) 328-8710

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

ICX CORPORATION

A handwritten signature in cursive script, appearing to read "Dennis J. Diemer".

Dennis J. Diemer
Vice President & Assistant General Counsel

24051

JUL 26 '02

2-22

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

(Equipment Lease Schedule No. 002B)

This Memorandum of Lease is entered into as of August 31, 2001 by and between ICX Corporation, an Ohio corporation having its principal place of business at 2 Summit Park Drive, Suite 300, Cleveland, Ohio 44131 ("Lessor") and Chicago Freight Car Leasing Co., a Delaware corporation having its principal place of business at One O'Hare Center, 6250 North Riverside Road, Suite 7000, Rosemont, Illinois 60018 ("Lessee").

1. Lessor is the owner of one hundred twenty-one (121) Thrall 2001 6300 Cubic Foot 110 ton Gravity Discharge Covered Hopper Railcars bearing identification numbers CRDX 15000-15120 (collectively, the "Railcars").
2. Lessor and Lessee have entered into a Master Lease Agreement dated July 1, 1999 pursuant to which Lessor will lease the Railcars to Lessee for an initial term of nineteen years commencing November 1, 2001.
3. Lessee has granted to Lessor a security interest in, and made a collateral assignment of, any subleases covering the Railcars now existing or arising hereafter and proceeds thereof to the extent related to the Railcars.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first above written.

Signed and acknowledged
in the presence of:

[Signature]
[Signature]

Signed and acknowledged
in the presence of:

[Signature]
[Signature]

ICX CORPORATION, Lessor

By: [Signature]
Name/Title: Dennis J. Diemer
Vice President

CHICAGO FREIGHT CAR
LEASING CO.

By: [Signature]
Name/Title: VICE PRESIDENT

State of Ohio)
) ss:
County of Cuyahoga)

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by DENNIS J. DIEMER its VICE PRESIDENT who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 2nd day of JULY, 2002.

Debra A. Grim
Notary Public

DEBRA A. GRIM
NOTARY PUBLIC • STATE OF OHIO
My commission expires Dec. 3, 2006

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared Chicago Freight Car Leasing Co., a Delaware corporation (the "Corporation"), by DALE F. PUTZ its Vice President who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Rosemont, Illinois, this 18th day of July, 2002.

Laura C. Kobus
Notary Public

